



## **NEW ZEALAND SOCIETY OF GASTROENTEROLOGY INCORPORATED**

### **RULES**

#### **1. Name**

The Society shall be called the New Zealand Society of Gastroenterology Incorporated.

#### **2. Objects**

The objectives for which the Society is established are:

- a) The advancement of knowledge in Gastroenterology in New Zealand.
- b) The promotion of improved standards in the practice of Gastroenterology, and of research into this and allied subjects.
- c) To conduct scientific and educational meetings.
- d) To foster national and international links with Societies and Associations relevant to the field of Gastroenterology.

#### **3. Membership**

- a) The Society shall consist of Ordinary Members, Associate Members and Honorary Members.
- b) Ordinary Members shall be registered medical practitioners or scientists with a particular interest in the science, study and practice of gastroenterology.
- c) Associate Members shall be men or women with an interest in the science, study and practice of a specific sub-section of gastroenterology and / or hepatology. Associate members shall be eligible to receive notices, newsletters, access the Website and attend meetings. Associate Members shall have no voting rights and they cannot be an Office Bearer of the Society. They may be co-opted to the Executive in an ex-officio capacity.
- d) Honorary Members shall be men and women distinguished in the field of gastroenterology who have made material contributions to the advancement of this subject or former Ordinary Members of at least 10 years standing who have retired from active professional practice. Such retired members shall be eligible to receive notices, newsletters and attend meetings but shall have no voting rights.
- e) Election of Ordinary Members - a candidate for Ordinary membership of the Society shall be proposed and seconded by a member of the Society. Any such proposal shall be made upon a form approved by the Executive and will contain information on the candidate's qualifications, professional status and special interest in gastroenterology. After consideration of the candidate's interest in gastroenterology he/she may be declared an elected member of the Society by the affirmative vote of at least five (5) members of the Executive.
- f) Election of Associate Members - a candidate for Associate Membership of the Society shall be proposed and seconded by a Member or Associate Member of the Society. Any such proposal shall be made upon a form approved by the Executive and will contain information on the candidate's qualifications, professional status and special interest in gastroenterology. After consideration of the candidate's interest in gastroenterology he/she may be declared an

elected Associate Member of the Society by the affirmative vote of at least five (5) members of the Executive.

- g) Election of Honorary Members - upon the recommendations of the Executive, persons deemed worthy of Honorary membership may be elected by unanimous vote of those members present at an Annual General Meeting of the Society.
- h) Candidates elected to Ordinary membership or to Honorary membership shall be notified of their election by the Executive of the Society.
- i) Members of the Society shall notify the Honorary Secretary-Treasurer of their address or any change of address and of any additional academic qualifications or distinctions.
- j) A Member or Associate Member shall cease to be a member of the Society in any of the following events:
  - i) if he/she shall by notice in writing to the Secretary/Treasurer resign from membership.
  - ii) if having failed to pay his/her subscription twelve (12) months after the date on which payment is requested his/her name is removed from the Society's Register of Members with the authority of a resolution of the Executive.
  - iii) if he/she be expelled from membership by a resolution of an Annual General Meeting.

#### **4. Office Bearers**

- a) These shall be a President, Immediate Past President or President Elect and Honorary Secretary-Treasurer. The President and Honorary Secretary-Treasurer shall be elected at an Annual General Meeting. The President Elect shall be elected at the Annual General Meeting in the year before he/she is due to become President.
- b) The President shall serve for two (2) years. He/she then becomes the Immediate Past President.
- c) The Immediate Past President shall serve for one (1) year. He/She will not be eligible for re-election to the Executive at the conclusion of this term; he/she may become eligible for election to the Executive after a further period of two (2) year has elapsed.
- d) The Honorary Secretary-Treasurer shall be appointed for two (2) years and shall be eligible for re-appointment indefinitely at the discretion of the Executive. He/she shall be responsible for keeping minutes of the proceedings of the Society and attending to general correspondence and routine business. He/she shall be responsible for the collection of subscriptions and for preparing annually a statement of income and expenditure and a balance sheet.
- e) If an Office Bearer dies or resigns, or requires an extended period of leave after his or her election but before the expiry of a period for which he or she was elected, the Executive, by consensus, may fill the vacancy from within the Executive by co-option. The person so co-opted shall continue to serve until the next Annual General Meeting or until the end of the period of leave of the Office Bearer if this occurs sooner.

#### **5. Executive**

- a) The Executive shall control the Society.
- b) The Executive shall consist of the President, Immediate Past President or President Elect, Honorary Secretary-Treasurer and up to six (6) Ordinary Members.
- c) There shall be at least one Ordinary member of the Executive from the North Island and at least one Ordinary member of the Executive from the South Island.
- d) The Executive shall have power to co-opt up to two (2) further members to represent special interests or for other appropriate reason. A member co-opted will serve on Executive for a maximum of two (2) years unless he or she becomes an Office Bearer or is nominated and voted to become an Ordinary Member of Executive.

## **6. Archivist**

- a) There shall be an Archivist appointed by the Society at an Annual General Meeting and shall serve for two (2) years. He/she shall be charged with maintaining an historical record of the Society.
- b) The Archivist should be given such access to records and facilities as are deemed necessary for adequate data collection and storage.

## **7. Election of Executive Members**

- a) The Officer Bearers shall remain members of the Executive for the period of their office.
- b) Election of the elected members of the Executive shall be held each two (2) years. No such member of the Executive shall serve more than three (3) consecutive two (2) year terms although he/she may become eligible again for re-election after the expiry of a further two (2) years.
- c) Nominations for election to the Executive shall be made in writing.
- d) The nomination shall be duly proposed and seconded by two members of the Society and the nominee shall signify his/her consent to such nomination in writing.
- e) Nominations shall be called by the Honorary Secretary-Treasurer at least thirty (30) days before the appropriate Annual General Meeting of the Society. With such notice the Honorary Secretary-Treasurer shall indicate to all members the existing composition of the Executive and the requirements concerning each nomination. Such nomination shall be in the hands of the Honorary Secretary-Treasurer at least twenty (20) days before the Annual General Meeting of the Society.
- f) Election will then be conducted by postal ballot each financial member of the Society having one vote. The results of the election shall be declared at the Annual General Meeting and newly elected members of the Executive shall serve for two (2) years.
- g) Occasional vacancies occurring may be filled at the discretion of the Executive for the unexpired portion of the two (2) year term in which the vacancy occurs.

## **8. Subscriptions**

- a) The annual subscription of the Society shall be fixed by the Annual General Meeting from time to time.
- b) A member shall be unfinancial if he/she has not paid any already requisitioned dues at the time of holding any meeting or the taking of any vote or the conducting of any postal ballot or the carrying out of any other activity for which decision should be confined to financial members.

## **9. Accounts**

The accounts of the Society shall be submitted to the Society by the Executive at each Annual General Meeting.

## **10. Meetings**

- a) The Executive may meet for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. The quorum for Executive meetings shall be four (4).

- b) The Annual General Meeting of members of the Society shall be held each year as far as possible in the same city at or about the same time as a meeting of the Royal Australasian College of Physicians.
- c) The business of such an Annual General Meeting shall be:
  1. To receive the report of the Executive.
  2. To receive a statement of Income and Expenditure and a Balance Sheet for the financial year.
  3. To receive the report, in appropriate years, of the results of voting for Ordinary members of the Executive.
  4. To consider any such business of which due notice has been given by a member. Such notice shall be made in writing to the Honorary Secretary-Treasurer not less than forty-two (42) days before the meeting.
  5. To attend to any general business.
- d) An extra-ordinary general meeting shall be convened by the Honorary Secretary/Treasurer at the direction of the Executive or, in special circumstances, at the direction of the President or on the requisition of ten (10) financial members of the Society given in writing stating the ground for requesting such a meeting.
- e) Twenty-eight (28) days notice of any Annual General Meeting or extra-ordinary general meeting shall be given to members and such notice shall specify the business intended to be transacted at such meeting.
- f) At every Annual General Meeting or extra-ordinary general meeting, the chair shall be taken by the President, if present, or in his absence by the Immediate Past President, if present, failing which a chairperson shall be appointed by the meeting from among the members of the Executive present.
- g) At any Annual General Meeting or extra-ordinary meeting the quorum shall consist of 20% of the financial membership. This will include at least three (3) members of the Executive.
- h) At the Annual General Meeting or at an extra-ordinary general meeting of the Society each financial member personally present shall be entitled to one vote. Voting shall be conducted as the chairperson shall direct but any member present may demand a poll which shall be taken immediately in a manner determined by the chairperson and the result declared by the chairperson.
- i) In the event of an equality of votes occurring on a motion the chairperson of the meeting shall have a casting vote in addition to his/her deliberative vote.
- j) If any Member is unable to attend any Annual or Extra-ordinary General Meeting then that Member may appoint another Member as his or her proxy. Such proxy shall have the same rights to attend, speak and vote as the Member unable to attend, including an additional vote on behalf of the absent Member.
- k) The appointment of a proxy must be in writing, must be delivered to the Honorary Secretary-Treasurer at least 7 days before the commencement of the meeting concerned, and must be in such form as the Executive prescribes or approves from time to time.

## **11. Alteration of Rules**

- a) The rules of the Society shall not be altered unless at an Annual General Meeting or an extra-ordinary general meeting called for the purpose more than two-thirds of the eligible members present vote in favour of the change.
- b) Notice of the proposed alteration shall be made in writing at least forty-two (42) days before the meeting to the Honorary Secretary-Treasurer who shall notify all members of the proposal at least twenty-eight (28) days before the meeting.

- c) No alteration to the rules will be allowed which derogates from the charitable objects of the Society.

## **12. Clinical and Research Findings**

- a) The Executive shall encourage members to present material of clinical interest to appropriate meetings and usually to preserve a matter of a more scientific and technical character for presentation to the Society itself.
- b) The Executive will encourage periodic combined meetings with The Royal Australasian College of Physicians or The Royal Australasian College of Surgeons.

## **13. Financial Provisions**

- a) All moneys received by the Society shall be lodged as soon as possible to the credit of the Society banking account at any bank or savings bank approved by the Executive from time to time. All cheques and withdrawal forms shall be signed on behalf of the Society jointly by either the Executive Treasurer and one (1) nominated Ordinary member, or any two (2) nominated Executive members of the Society.
- b) The surplus funds of the Society may from time to time be invested at the discretion of the Executive in the way authorised by law for the investment of trust funds.
- c) The Society or the Executive may make provision for the audit of the Society's accounts and such further provisions for the oversight and protection of the Society's funds and investments as may be thought necessary.
- d) The financial year of the Society shall be 1<sup>st</sup> July to 30<sup>th</sup> June.
- e) The Society shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs assets and financial transactions of the Society.
- f) At the close of each financial year and at such other times as the Executive may elect an income and expenditure account and a statement of the assets and liabilities of the Society shall be prepared and shall be examined and the correctness thereof ascertained by the auditor (if any).
- g) No part of the income or other funds of the Society may be used for the private pecuniary profit of any member trustee persons or organisation associated with the Society apart from usual professional business or trade charges in connection with services provided to the Society nor used for any purpose that is not charitable in law.
- h) Notwithstanding Clause 11 herebefore, sub-clause 13(g) may not be altered or amended in any way or rescinded other than with the approval of the Commissioner of Inland Revenue.
- i) The Executive of the Society may appoint an Executive Treasurer who shall manage the financial affairs and other matters administration of the Society as directed by the Executive in liaison with the Secretary-Treasurer and/or President.

## **14. Contracts by Society**

- a) Any contract which, if made between private persons, must be by deed shall, when made by the Society, be in writing under the common seal of the Society.
- b) Any contract which, if made between private persons, must be in writing signed by the parties to be charged therewith may, when made by the Society, be in writing signed by any person acting on behalf of and under the express or implied authority of the Society.
- c) Any contract which, if made between private persons, might be made without writing may, when made by the Society, be made without writing by any person acting on behalf of and under the express or implied authority of the Society.

## **15. Power to borrow, Acquire Property and Employ Servants or Agents**

The Society shall have power to:

- a) raise or borrow money in such manner and upon such security (if any) as the Executive of the Society shall think fit and in particular upon the security of any mortgage or mortgages charge or charges of all or any part of the Society's property assets and rights (both present and future) or by the issue of debentures charges or not upon all or any part of the Society's property assets and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Executive of the Society shall see fit and to purchase redeem or pay off any such securities and re-issue same.
- b) to give guaranteed, bonds and indemnities and to make draw accept endorse discount execute and issue promissory notes bills of exchange drafts debentures and all or any negotiable or transferable instruments.
- c) to acquire by purchase take on lease or otherwise lands and buildings all other property real and personal which the Executive of the Society may from time to time think proper or dispose of such property or any part thereof and to erect on any such land any building and to alter add to and maintain any building erected upon such land.
- d) to sell improve maintain manage exchange lease mortgage dispose of turn to account or otherwise deal with all or any part of the property assets and rights of the Society.
- e) to enter into any amalgamation affiliation fusion or alliance with or co-operate or make any arrangement for the amalgamation or co-operation in whole or in part with any other body having objects altogether or in part similar to any of those of the Society provided that the Society shall not enter into any amalgamation or fusion with a body as aforesaid unless such body prohibits the payment or transfer directly or indirectly of its income or property or any part thereof by way of divided bonus or otherwise howsoever by way of profit to the members thereof.
- f) to provide suitable premises for meetings and carrying on the work of and for the purpose of carrying into effect the objects of the Society and to employ and dismiss servants and agents.
- g) to establish bursaries or scholarships or fellowships for educational purposes and to furnish and award competitive prizes for essays or papers relating to the objects of the Society.
- h) to print and publish any newspapers periodicals books leaflets radio scripts or films and such other descriptive or educational material that the Society may think desirable for the promotion of its objects.

## **16. Common Seal**

The Secretary shall have custody of the common seal of the Society and such seal shall not be affixed to any instrument except by the authority of a resolution of the Executive, and in the presence of a member of the Executive and of the Secretary or such other person as the Executive may appoint for the purpose ; and that the member of the Executive and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Society is so affixed in their presence.

## **17. Auditor**

- a) The auditor, if any, shall be appointed by the Annual General Meeting of the Society.
- b) The remuneration of the auditor shall be fixed by the Executive.
- c) If any casual vacancy occurs in the office of any auditor appointed by the Society the Executive shall appoint an auditor to carry on the duties of the auditor until the next Annual General Meeting.

- d) The auditor shall make a report to the members upon the accounts and statements aforesaid and in every such report he/she shall state whether in his/her opinion the same is or are full and fair accounts and statements of the financial transactions of the Society for the fiscal year concerned and are properly drawn up so as to exhibit a true and correct view of the Society's affairs and such report shall be read together with the report of the Executive at the Annual General Meeting.

**18. Notices**

- a) Every notice to be given to any member pursuant to any of these rules shall be deemed to be sufficiently given to and served on him/her if posted or delivered to him/her at his/her address appearing in the Society's register of members.
- b) The loss delay or non-delivery of any notice sent or delivered to any member of the Society or of the Executive whether through the post or otherwise shall not invalidate or prejudice any resolution passed or election made or other thing done by the Society of the Executive.
- c) Any notice if given or served by post or otherwise shall be deemed to have been given or served 24 hours after the letter containing the same is posted or transmitted and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office or a pillar box or electronically transmitted.

**19. Winding Up**

- a) The Society may be wound up voluntarily if the Society at a general meeting of its members passes a resolution requiring the Society so to be wound up and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed. The above resolutions require to be passed by a simple majority of financial members present and voting.
- b) If upon the winding up or dissolution of the Society there remains after the satisfaction of all costs debts and liabilities any property or assets whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Society such institution or institutions to be determined by the members of the Society at or before the time of dissolution or in default thereof by a Judge of the High Court of New Zealand or in the absence of any qualifying institution or institutions then to such public charity or public charities as the Judge may determine.

**20. Matters Not Provided For**

Should any matter arise which has not been provided for in these rules the Executive shall consider and determine the same and shall have power to act as it thinks fit as long as whatever is proposed is not contrary to the charitable objects of the Society.

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This document consists of seven (7) pages and twenty (20) clauses.